

EXHIBIT A

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FEE FOR THE FEE PERIOD
FEBRUARY 1, 2011 THROUGH FEBRUARY 29, 2011²

Client: 482910 W.R. GRACE & CO.

Matter: 116770 OPINION OF CONNECTICUT COUNSEL

02/15/12	Telephone conference with client and follow up with defendants regarding handling of matter		
14	A. Marchetta	0.4	270.00
02/15/12	Telephone call from A. Marchetta; conference with J. McFarlane of W. R. Grace regarding Connecticut law opinion; call with B. Piepmeier regarding due diligence; review proposed forms of opinion, certificate, backup materials		
13	D. Swerdloff	1.3	767.00
02/15/12	Reviewing corporate governance documents and other provided information to determine good standing for Connecticut legal opinion; reviewing matter with D. Swerdloff		
13	E. Piepmeier	1.9	484.50
02/15/12	Telephone conference with D. Swerdloff and E. B. Piepmeier on the filing history and documents needed for W.R. Grace & Co. -Conn		
13	K. Shine	0.4	84.00
02/16/12	Review and revise forms of opinion, officer's certificate; review certificate of incorporation, bylaws, resolutions; review power of attorney; calls with B. Piepmeier; call with J. McFarlane; forward signed opinion to client		
13	D. Swerdloff	2.3	1,357.00
02/16/12	Reviewing corporate governance documents and other provided information to determine good standing for Connecticut legal opinion; reviewing opinion with D. Swerdloff		
13	E. Piepmeier	1.3	331.50
02/16/12	Telephone conference with Data Reporting on the Amended and Restated Certificate of Incorporation for W.R. Grace & Co. -Conn; telephone conference with D. Swerdloff on the Certificate of Existence options; electronic retrieval of a Long Form Certificate of Existence for same; distribution of documents to E. B. Piepmeier and D. Swerdloff		

² Legend for Day Pitney LLP's fees:
B160 = Fee/Employment Applications

13	K. Shine	0.8	168.00
02/17/12	Review signed Secretary Certificate; call with B. Piepmeier; e-mail to J. McFarlane authorizing release of opinion		
13	D. Swerdloff	0.2	118.00
02/17/12	Reviewing executed officers certificate for conformance with legal opinion; discussing matter with D. Swerdloff		
13	E. Piepmeier	0.4	102.00
02/24/12	Process Data Reporting invoice for payment of CT fees for plain copy of the Amendment to the Certificate of Incorporation of W.R. Grace & Co.-Conn		
13	K. Shine	0.1	21.00

Attorney Summary

Timekeeper	Hours	Rate	Dollars
A. Marchetta	0.40	675.00	270.00
D. Swerdloff	3.80	590.00	2,242.00
E. Piepmeier	3.60	255.00	918.00
K. Shine	1.30	210.00	273.00
TOTALS 9.10			\$3,703.00

FEE SUMMARY - SORTED BY TIMEKEEPER

<u>Timekeeper</u>	<u>TASK CODE</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
D. Swerdloff	13	3.8	590.00	2,242.00
K. Shine	13	1.3	210.00	273.00
E. Piepmeier	13	3.6	255.00	918.00
A. Marchetta	14	0.4	675.00	270.00
TOTAL		<u>9.1</u>		<u>\$3,703.00</u>

Client: 482910 W.R. GRACE & CO.

Matter: 095992 CHAPTER 11 ADMINISTRATION

02/01/12	Review, revise and discuss with J. Gates DP's 3Q 2011 fee application		
B110	S. Zuber	0.3	157.50
02/02/12	Finalize Forty-Second Quarterly Fee Application and e-mail same to L. Oberholzer for filing		
B160	J. Gates	0.5	180.00
02/24/12	E-mail to A. Marchetta; analysis of legal issues with A. Marchetta		
B160	J. Gates	0.2	72.00

Attorney Summary

Timekeeper	Hours	Rate	Dollars
S. Zuber	0.30	525.00	157.50
J. Gates	0.70	360.00	252.00
TOTALS	1.00		\$409.50

FEE SUMMARY - SORTED BY TIMEKEEPER

<u>Timekeeper</u>	<u>TASK CODE</u>	<u>HOURS</u>	<u>RATE</u>	<u>FEE</u>
J. Gates	B160	0.7	360.00	252.00
S. Zuber	B110	0.3	525.00	157.50
TOTAL		<u>1.0</u>		<u>\$409.50</u>